

ComOps Limited

ABN 79 000 648 082

NOTICE OF GENERAL MEETING

and

EXPLANATORY MEMORANDUM

for a meeting of ComOps Limited (ABN 79 000 648 082) to be held at the offices of

ComOps Limited

Level 16, 132 Arthur Street, North Sydney, NSW 2060

on

Friday 28 September 2018 at 12:00pm

<p>This is an important document. Please read it carefully. If you are unable to attend the meeting please complete the form of proxy and return it in accordance with the instructions.</p>

28 August 2018

Dear Shareholder,

Change of Company Name

Attached is a Notice of General Meeting of the Shareholders of ComOps Limited to be held on 28 September 2018 at 12:00pm. The sole purpose of the meeting is to consider, and if thought fit, pass a resolution changing the company's name to Tambla Limited (Tambla).

ComOps was founded in 1972 and was listed on the Australian Stock Exchange in 1999. The Board and executive management team agree that the current business no longer represents the original purpose of the company, some 46 years ago, and feel that a modernization of the name and logo will better reflect the dynamic nature of the current cloud-focused company.

Over the last 12 months, our new CEO, Chris Fydler, has implemented significant change to the business to both modernize our products and turn the business toward profitability. There has been a cultural shift toward innovation and customer service, and the Board believes it is now appropriate to rebrand the organization to better reflect its exciting future.

The share register has also changed significantly over the last 12 months, with the founders of ComOps and also the eTivity business, acquired in 2014, being replaced by new shareholders.

Today we are an innovative and growing cloud-first software company that is providing complex solutions to enterprise businesses globally. The next stage of our development is introducing artificial intelligence, machine learning and improved business analytics capabilities to our solutions. This ongoing innovation combined with the comprehensive existing capabilities of our solutions and our strong enterprise customer base ensures our business is well placed to solve the current and future workforce management challenges for the enterprise market both domestically and globally.

We believe that changing the company name to Tambla will be an important step forward in modernizing our brand and presence, better enabling us to deliver this re-energized and refocused message to the market.

The Board would like to recommend to shareholders that they vote in favour of this change.

Kind Regards



Niall Cairns
Non-Executive Chairman
ComOps Limited

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN by ComOps Limited (ABN 79 000 648 082) (**Company** or **ComOps**) that a general meeting (**Meeting**) of the shareholders of the Company will be held:

At: The Company's Offices, Level 16, 132 Arthur Street, North Sydney, NSW, 2060

On: Friday 28 September 2018 at 12.00pm

to consider the following items of business:

Ordinary Business

Resolution 1: Change of Company name

To consider, and if thought fit, to pass with or without amendment, the following resolution as a **special resolution**:

"THAT, for the purposes of sections 136(2) and 157(1)(a) of the Corporations Act and for all other purposes, with effect from the day on which the Australian Securities and Investments Commission alters the details of the Company's registration:

- (a) the name of the Company be changed to Tambla Limited; and*
- (b) all references to the Company's name in the Constitution be replaced with references to Tambla Limited."*

The Chair intends to vote all undirected proxies in favour of this Resolution.

Further information in relation to the business referred to above is included in the explanatory memorandum (**Explanatory Memorandum**) accompanying this notice of meeting (**Notice of Meeting**).

By order of the board of directors of
ComOps Limited



Christopher Brooke
Company Secretary

Sydney
28 August 2018

HOW TO VOTE

Eligibility to vote

For the purposes of the Meeting, a shareholder will be entitled to vote at the Meeting if they are recorded on the Company's register of shareholders at 7.00pm (AEST) on Wednesday, 26 September 2018 (**the Voting Entitlement Date**). Accordingly, share transfers registered after the Voting Entitlement Date will be disregarded in determining entitlements to attend and vote at the Meeting.

How to vote

You may vote by attending the Meeting in person or by proxy. A body corporate can appoint a corporate representative.

Voting in person

To vote in person, attend the Meeting at the place and time specified in the Notice of Meeting.

Voting by corporate representative

Body corporate shareholders should complete a "*Certificate of Appointment of Corporate Representative*" to enable a person to attend the Meeting on their behalf. A form of this certificate may be obtained from Automic Pty Limited, the Company's share registry, by calling 1300 288 664 (in Australia) or +612 9698 5414 (from overseas) or online at www.automic.com.au under the Investor tab titled 'Forms'.

Voting by proxy

To vote by proxy, please complete, sign and return the relevant proxy form enclosed with this Notice of Meeting in accordance with the instructions on the proxy form. Shareholders may also lodge their proxy vote online via <https://investor.automic.com.au/#/loginsah>. Further instructions are provided on the proxy form. Any shareholder entitled to attend and vote at the Meeting is entitled to appoint one or two proxies to attend and vote on their behalf. If two proxies are appointed, the shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If two proxies are appointed and no proportion or number is specified, each proxy may exercise half of the votes. A proxy need not be a shareholder. The proxy form contains voting instructions and other important information which you should read carefully.

To be effective, the Company must receive proxy forms (duly completed and with any necessary documentation) at least 48 hours prior to the Meeting, that is, by 12.00pm (AEST) on Wednesday, 26 September 2018. Proxy forms may be returned by any of the following means:

By mailing it to:

ComOps Limited
C/- Automic
PO Box 2226
Strawberry Hills NSW 2012

A REPLY PAID ENVELOPE IS ENCLOSED.

By faxing it to:

+61 2 8583 3040

Proxy Forms must be signed by a shareholder or the shareholder's attorney or, if the shareholder is a body corporate, by two directors or by a director and secretary, or if the shareholder is a proprietary company that has a sole director who is also the sole secretary (or has no secretary), by that director, or under hand of its attorney or duly authorised officer. If a proxy is signed by a shareholder's attorney, the power of attorney must have been previously noted by the Registrar or a certified copy thereof must also be received by 12.00pm (AEST) on Wednesday, 26 September 2018.

EXPLANATORY MEMORANDUM

1. GENERAL

This Explanatory Memorandum and all attachments to it are important documents. They should be read carefully and in their entirety. If you have any questions regarding the matters set out in this Explanatory Memorandum or the Notice of Meeting, please contact your financial adviser or other professional adviser.

This Explanatory Memorandum and the accompanying Notice of Meeting are each dated 28 August 2018.

Capitalised words and expressions used in the Notice of Meeting and Explanatory Memorandum are defined throughout the Notice of Meeting and Explanatory Memorandum.

Unless otherwise stated, all references to time are to Sydney time.

2. RESOLUTION 1 – Change of Company Name

2.1 General

In accordance with section 157(1)(a) of the Corporations Act, the Company submits to Shareholders for consideration and adoption by way of a special resolution for the name of the Company to be changed to Tambla Limited. The Company also seeks approval under section 136(2) of the Corporations Act to amend the Company's Constitution to reflect the change of name.

The Board believes that the change of name is necessary to more accurately reflect the proposed future operations of the Company.

Resolution 1 is a special resolution and, therefore, requires approval of 75% of the votes cast by Shareholders present and eligible to vote.

In accordance with section 157(3) of the Corporations Act, the change of name will take effect when ASIC alters the details of the Company's registration.

2.2 Board Recommendation

The Board recommends that you vote in favour of this Resolution.

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

Holder Number:

Vote by Proxy: COM

Your proxy voting instruction must be received by **12.00pm (AEST) on Wednesday, 26 September 2018**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all of the Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

